UNITED	STATES	BANK	KRUPT	CY C	COURT
SOUTHE	ERN DIST	TRICT	OF NE	WY	ORK

In re: : Chapter 11

THE ROMAN CATHOLIC DIOCESE OF ROCKVILLE CENTRE, NEW YORK, 1

Case No. 20-12345 (MG)

Debtor.

SUMMARY OF THIRD INTERIM FEE APPLICATION OF JEFFERIES LLC FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS INVESTMENT BANKER FOR THE DEBTOR AND DEBTOR IN POSSESSION FROM FEBRUARY 1, 2023 TO AND INCLUDING MAY 31, 2023

Name of Applicant <u>Jefferies LLC ("Jefferies")</u>

Authorized to Provide Professional Services to: <u>Debtor and Debtor in Possession</u>

Date of Retention: November 2, 2022 (effective

September 28, 2022)

Period for which Compensation and

Reimbursement Is Sought:

February 1, 2023 – May 31, 2023

Amount of Compensation Sought as Actual,

Reasonable and Necessary:

 $\$350,000.00^2$

Amount of Expense Reimbursement Sought as

Actual, Reasonable, and Necessary:

 $\$0.00^3$

This is a(n) _ monthly X interim _ final application.

The Debtor in this chapter 11 case is The Roman Catholic Diocese of Rockville Centre, New York, the last four digits of its federal tax identification number are 7437, and its mailing address is P.O. Box 9023, Rockville Centre, NY 11571-9023.

Pursuant to the Retention Order (as defined below), the Debtor is authorized to pay Jefferies' monthly fees (the "Monthly Fees") each month when required under the Engagement Letter (as defined below) without a prior fee application. Accordingly, Jefferies is not, by this application, requesting payment from the Debtor of the Monthly Fee earned and already paid during the Interim Compensation Period (as defined below). Jefferies, however, is seeking payment of the M&A Transaction Fee, along with interim approval of all payments, and will seek final approval of all such payments in its final fee application in this case.

Pursuant to the Engagement Letter, Jefferies is entitled to reimbursement of actual, reasonable, and necessary expenses not to exceed \$50,000.00. Jefferies did not seek reimbursement of any expenses in its first interim fee application [Docket No. 1448]; however, although the expenses detailed in the second interim fee application [Docket No. 1841] exceeded \$50,000.00, Jefferies only sought reimbursement of \$50,000.00 in expenses therein. Likewise, pursuant to the Engagement Letter, while Jefferies did incur expenses during the third interim fee application compensation period, Jefferies is not seeking reimbursement of such expenses herein.

THIRD INTERIM FEE APPLICATION OF JEFFERIES LLC AS INVESTMENT BANKER FOR THE DEBTOR AND DEBTOR IN POSSESSION

PREVIOUSLY FILED APPLICATIONS

	Requ	ested	Pa	id	Outstanding	
Application	Fees	Expenses	Fees	Expenses	Fees	Expenses
First Interim Fee						
Application						
[Docket No.	\$50,000.00	\$0.00	\$50,000.00	\$0.00	\$0.00	\$0.00
1448]						
6/1/22-9/30/22						
Second Interim						
Fee Application						
[Docket No.	\$200,000.00	\$50,000.00	\$200,000.00	\$50,000.00	\$0.00	\$0.00
1841]						
10/1/22-1/31/23						
Total	\$250,000.00	\$50,000.00	\$250,000.00	\$50,000.00	\$0.00	\$0.00

THIRD INTERIM FEE APPLICATION OF JEFFERIES LLC AS INVESTMENT BANKER FOR THE DEBTOR AND DEBTOR IN POSSESSION

HOURS BY PROFESSIONAL AND CATEGORY FEBRUARY 1, 2023 – MAY 31, 2023

Jefferies LLC Summary of Hours by Category

Category #	Category	Hours
1	Case Administration / General	43.5
2	Sale Process	93.5
3	Creditor Communication	8.0
4	Debtor Communication	16.5
5	DIP Financing	105.0
6	Testimony Preparation	-
7	Plan of Reorganization	-
8	Travel	5.5
9	Due Diligence / Analysis	97.5
10	Business Plan	-
11	Case Strategy	18.5
Total		388.0

Jefferies LLC Summary of Hours by Professional

Name	Position	Hours
Richard Morgner	Global Co-Head, Debt Advisory & Restructuring	24.5
Robert White	Managing Director, Debt Advisory & Restructuring	75.0
Katherine Cane	Analyst, Debt Advisory & Restructuring	124.5
Griffin Dey	Analyst, Debt Advisory & Restructuring	118.5
Lawrence Chu	Vice Chairman, Global Head of Telecom, Technology	3.0
Nick Brown	Senior Vice President, Technology	15.0
Brian Cherry	Vice President, Technology	20.5
Christopher Jordan	Managing Director, Leveraged Finance	4.0
Gregory Miesner	Managing Director, Financial Sponsors	3.0
Total		388.0

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11

THE ROMAN CATHOLIC DIOCESE OF ROCKVILLE CENTRE, NEW YORK,⁴

Case No. 20-12345 (MG)

Debtor.

THIRD INTERIM FEE APPLICATION OF
JEFFERIES LLC FOR COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS INVESTMENT BANKER FOR THE DEBTOR AND DEBTOR IN
POSSESSION FROM FEBRUARY 1, 2023 TO AND INCLUDING MAY 31, 2023

Jefferies LLC ("Jefferies"), the investment banker for the debtor and debtor in possession in the above-captioned chapter 11 case (the "Debtor"), requests entry of an order granting this third interim fee application (this "Interim Fee Application"), pursuant to sections 327(a), 328(a), 330, and 331 of title 11 of the United States Code (the "Bankruptcy Code"), rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules"), approving on an interim basis compensation for professional services to the Debtor during the period from February 1, 2023 to and including May 31, 2023 (the "Interim Compensation Period") in the amount of \$350,000.00. This Interim Fee Application has been prepared in accordance with General Order M-447, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York (June 17, 2013) promulgated pursuant to Local Bankruptcy Rule

The Debtor in this chapter 11 case is The Roman Catholic Diocese of Rockville Centre, New York, the last four digits of its federal tax identification number are 7437, and its mailing address is P.O. Box 9023, Rockville Centre, NY 11571-9023.

2016-1(a) (the "<u>Local Guidelines</u>"). Attached hereto as <u>Exhibit A</u> is a certification regarding compliance with the Local Guidelines.

In support of this Interim Fee Application, Jefferies respectfully states as follows:

JURISDICTION AND VENUE

- 1. The United States Bankruptcy Court for the Southern District of New York (this "Court") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
- 2. The statutory and other legal bases for the relief requested herein are sections 327(a), 328(a), 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1.

BACKGROUND

- 3. On October 1, 2020 (the "<u>Petition Date</u>"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
- 4. On October 12, 2022, the Debtor filed an application to employ and retain Jefferies as its investment banker under sections 327(a) and 328(a) of the Bankruptcy Code, effective as of September 28, 2022, pursuant to the terms and subject to the conditions of that certain engagement letter (the "Engagement Letter") between Jefferies and the Debtor dated as of September 28, 2022 [Docket No. 1357] (the "Retention Application").⁵
- 5. On November 2, 2022, the Court entered the order granting the Retention Application [Docket No. 14-1] (the "Retention Order"), effective as of September 28, 2022.

⁵ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Retention Application.

The Retention Order, among other things, approved the Engagement Letter, as modified by the Retention Order, pursuant to section 328(a) of the Bankruptcy Code, and authorized the Debtor to pay, reimburse, and indemnify Jefferies in accordance with the terms and conditions of the Engagement Letter, subject to application to the Court.⁶

RELIEF REQUESTED

- 6. By this Interim Fee Application, Jefferies seeks entry of an order (a) approving on an interim basis compensation for professional services to the Debtor during the Interim Compensation Period in the amount of \$350,000.00, and (b) directing payment of all such allowed compensation, less any amounts previously paid for such compensation.
- 7. Pursuant to the terms of the Engagement Letter, Jefferies earned a total of \$350,000.00 in compensation, consisting of (a) \$200,000.00, on account of four (4) \$50,000.00 Monthly Fees for the months of February 2023, March 2023, April, 2023, and May 2023, and (b) \$150,000.00, on account of that M&A Transaction Fee associated with the sale of the cell towers and related leases that closed on June 1, 2023.
- 8. During the Interim Compensation Period, Jefferies professionals closed the sale of the cell tower assets and continued to evaluate ways to monetize the spectrum.
- 9. Although Jefferies, in line with market convention, does not bill by the hour, Jefferies has kept track of its post-petition time in half-hour increments in accordance with the Retention Order. Time records during the Interim Compensation Period are attached hereto as **Exhibit B**. During the Interim Compensation Period, Jefferies professionals spent approximately 388.0 hours providing investment banking services to the Debtor.

⁶ A copy of the Engagement Letter was annexed to the Retention Order as Exhibit 1.

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10. The fees charged by Jefferies have been billed in accordance with the Engagement Letter and the Retention Order and are comparable to those fees charged by Jefferies for professional services rendered in connection with similar chapter 11 cases and non-bankruptcy matters. Jefferies submits that such fees are reasonable based upon the customary compensation charged by similarly skilled practitioners in comparable bankruptcy cases and non-bankruptcy

11. There is no agreement or understanding between Jefferies and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in this chapter 11 case.

matters in the competitive national investment banking market.

[Remainder of page intentionally left blank.]

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WHEREFORE, Jefferies requests entry of an order approving on an interim basis compensation for professional services to the Debtor during the Interim Compensation Period in the amount of \$350,000.00.

Dated: July 14, 2023 New York, New York **JEFFERIES, LLC**

/s/ Richard Morgner

Richard Morgner Managing Director Jefferies LLC

EXHIBIT A

Certification Regarding Compliance with Local Guidelines

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11

THE ROMAN CATHOLIC DIOCESE OF ROCKVILLE CENTRE, NEW YORK, 1

Case No. 20-12345 (MG)

Debtor.

CERTIFICATION UNDER LOCAL GUIDELINES FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THE THIRD INTERIM FEE APPLICATION OF JEFFERIES LLC FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS INVESTMENT BANKER FOR THE DEBTOR AND DEBTOR IN POSSESSION FROM FEBRUARY 1, 2023 TO AND INCLUDING MAY 31, 2023

- I, Richard Morgner, hereby certify that:
- 1. I am a Managing Director and Joint Global Head of the Debt Advisory & Restructuring Group at Jefferies LLC ("<u>Jefferies</u>"), an investment banking and financial advisory firm with principal offices located at 520 Madison Avenue, New York, New York 10022.
- 2. This certification is made in respect of Jefferies' compliance with *General Order M-447*, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* pursuant to Local Rule 2016-1(a) (as updated June 17, 2013) (the "Local Guidelines") in connection with Jefferies' third interim application filed contemporaneously herewith (the "Application") for interim compensation for the period commencing February 1, 2023 to and including May 31, 2023, in accordance with the Local Guidelines.
 - 3. In respect of Section B.1 of the Local Guidelines, I certify that:

The Debtor in this chapter 11 case is The Roman Catholic Diocese of Rockville Centre, New York, the last four digits of its federal tax identification number are 7437, and its mailing address is P.O. Box 9023, Rockville Centre, NY 11571-9023.

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a. I have read the Application;

b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees sought fall within the Local Guidelines; and

c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Jefferies and generally accepted by Jefferies' clients.

4. I certify that Jefferies has provided the information required by the Local Guidelines in the Application and that the United States Trustee for the Southern District of New York, the Debtor, and counsel for the Debtor are each being provided with a copy of the Application.

Dated: July 14, 2023 New York, New York **JEFFERIES, LLC**

/s/ Richard Morgner

Richard Morgner Managing Director Jefferies LLC

EXHIBIT B

Time Records of Jefferies Professionals

Jefferies LLC

Date	Banker	Comments	Hours	Category
2/06/23	Richard Morgner	Discussion with Jones Day re: next steps	0.5	11
2/07/23	Richard Morgner	Jefferies internal discussion re: lease analysis	0.5	9
2/07/23	Richard Morgner	Discussion with potential bidder and Jones Day	0.5	2
2/08/23	Richard Morgner	Discussion with potential bidder's advisor	0.5	2
2/14/23	Richard Morgner	Jefferies internal discussion re: final bid deadline	0.5	2
2/15/23	Richard Morgner	Discussion with potential bidder and Jones Day	0.5	2
2/18/23	Richard Morgner	Discussion with Jones Day re: real estate	0.5	2
2/21/23	Richard Morgner	Discussion with Jones Day and potential bidder	0.5	2
2/22/23	Richard Morgner	Discussion with Jones Day and UCC re: proposals	1.0	3
2/23/23	Richard Morgner	Jefferies internal discussion re: spectrum	1.0	11
)2/23/23	Richard Morgner	Discussion with Jones Day re: bids received and next steps	0.5	4
2/28/23	Richard Morgner	Jefferies internal discussion re: auction planning	0.5	2
)2/28/23	Richard Morgner	Jefferies internal discussion re: auction scorecard	1.0	2
2/28/23	Richard Morgner	Discussion with Jones Day re: auction planning	0.5	2
3/01/23	Richard Morgner	Transportation to Auction	1.0	8
3/01/23	Richard Morgner	Tower Auction	2.5	2
3/01/23	Richard Morgner	Transportation from Auction	0.5	8
3/17/23	Richard Morgner	Review fee application	1.5	1
3/22/23	Richard Morgner	Discussion with Jones Day re: next steps	1.0	2
3/23/23	Richard Morgner	Review debt capacity analysis	0.5	5
3/29/23	Richard Morgner	Review CFN Tower Proposal	1.0	9
04/04/23	Richard Morgner	Jefferies internal discussion re: potential outreach	0.5	5
04/10/23	Richard Morgner	Review discovery requests	0.5	1
04/11/23	Richard Morgner	Jefferies internal discussion re: appraisals	0.5	5
04/11/23	Richard Morgner	Review IOIs	1.0	5
04/12/23	Richard Morgner	Jefferies internal discussion re: alternative financing options	1.0	5
04/13/23	Richard Morgner	Prepare analysis re: debt capacity	0.5	9
04/18/23	Richard Morgner	Discussion with potential bidder	0.5	5
04/19/23	Richard Morgner	Review IOIs	0.5	5
04/24/23	Richard Morgner	Jefferies internal discussion re: exit financing	0.5	5
04/28/23	Richard Morgner	Discussion with Jones Day re: exit financing	0.5	5
5/15/23	Richard Morgner	Jefferies internal discussion re: credit ratings	0.5	5
5/22/23	Richard Morgner	Jefferies internal discussion re: financing proposals	0.5	5
5/25/23	Richard Morgner	Discussion with UCC re: spectrum sale	1.0	3
	_			
2/01/23	Robert White	Review Jones Day lease analysis	0.5	9
2/01/23	Robert White	Discussion with Jones Day re: leases	1.0	9
02/02/23	Robert White	Jefferies internal discussion re: lease analysis	0.5	9
02/02/23	Robert White	Discussion with StratCap	0.5	2
2/05/23	Robert White	Review process letter	0.5	2
	Robert White	Review lease scenario analysis	1.0	9
2/06/23	Robert White	Discussion with Jones Day re: next steps	0.5	11
2/06/23	Robert White	Jefferies internal discussion re: lease analysis	0.5	9
02/07/23	Robert White	Jefferies internal discussion re: workstreams	0.5	2
	Robert White	Jefferies internal discussion re: lease analysis	0.5	9
	Robert White	Discussion with potential bidder and Jones Day	0.5	2
	Robert White	Discussion with potential bidder	0.5	5
	Robert White	Discussion with potential bidder's advisor	0.5	2
	Robert White	Discussion with Jones Day re: leases	0.5	4
	Robert White	Jefferies internal discussion re: lease analysis	0.5	9
	Robert White	Discussion with potential bidder	0.5	5
	Robert White	Review of tower cash flows	1.0	9
	Robert White	Review process letter	0.5	5
	Robert White	Jefferies internal discussion re: final bid deadline	0.5	2
		Sometime and a source of the s	0.5	
2/14/23		Discussion with Jones Day re: discounted cash flow analysis	0.5	Ω
)2/14/23)2/14/23	Robert White	Discussion with Jones Day re: discounted cash flow analysis	0.5	
)2/14/23)2/14/23)2/15/23		Discussion with Jones Day re: discounted cash flow analysis Discussion with potential bidder and Jones Day Review discounted cash flow analysis	0.5 0.5 0.5	9 2 9

Jefferies LLC	2023 - May 31, 2023			
Date	Banker	Comments	Hours	Category
02/16/23	Robert White	Review of CFN counter-offer	1.5	9
02/16/23	Robert White	Discussion with Jones Day re: counter-offer	0.5	4
02/17/23		Discussion with potential bidder	0.5	5
02/17/23	Robert White	Discussion with potential bidder and Jones Day	0.5	4
02/18/23	Robert White	Discussion with Jones Day re: real estate	0.5	2
02/21/23	Robert White	Jefferies internal discussion re: bid deadline	0.5	2
02/21/23	Robert White	Discussion with Jones Day and potential bidder	0.5	2
02/22/23	Robert White	Discussion with potential bidder	0.5	2
02/22/23	Robert White	Discussion with Jones Day and UCC re: proposals	1.0	3
02/23/23	Robert White	Jefferies internal discussion re: spectrum	1.0	11
02/23/23	Robert White	Review bid summary	1.0	2
02/23/23	Robert White	Discussion with Jones Day re: bids received and next steps	0.5	4
02/23/23		Review spectrum discounted cash flow	1.0	9
02/24/23		Discussion with potential bidder	0.5	5
02/24/23	Robert White	Discussion with potential bidder and Jones Day	0.5	2
	Robert White	Discussion with Jones Day and A&M re: bids received	0.5	2
02/27/23	Robert White	Discussion with potential bidder	0.5	5
02/28/23		Jefferies internal discussion re: auction planning	0.5	2
02/28/23		Jefferies internal discussion re: auction scorecard	1.0	2
02/28/23	Robert White Robert White	Discussion with Jones Day re: auction planning Discussion with potential bidder	0.5 0.5	2
03/01/23		Transportation to Auction	0.5	8
03/01/23	Robert White	Tower Auction	5.5	2
03/01/23		Transportation from Auction	0.5	8
03/02/23	Robert White	Review Auction summary materials	0.5	2
03/03/23		Jefferies internal discussion re: exit financing	1.0	5
03/10/23	Robert White	Discussion with potential bidder	0.5	5
03/13/23	Robert White	Prepare for hearing	1.0	2
03/17/23	Robert White	Review fee application	1.5	1
03/20/23	Robert White	Discussions with potential bidders	1.0	5
03/21/23	Robert White	Jefferies internal discussion re: next steps	0.5	11
03/21/23	Robert White	Discussions with potential bidders	1.0	5
03/22/23	Robert White	Discussion with Jones Day re: next steps	1.0	2
03/23/23		Discussion with potential bidder	0.5	5
03/27/23		Discussions with potential bidders	0.5	5
03/27/23		Review diligence responses	0.5	9
03/28/23		Discussion with potential bidder	0.5	5
03/29/23	Robert White	Discussion with potential bidder	0.5	5
03/29/23		Review CFN Tower Proposal	1.0	9
03/30/23 03/31/23		Jefferies internal discussion re: CFN proposal	0.5 0.5	11 9
04/03/23		Jefferies internal discussion re: CFN proposal analysis Discussions with potential bidders	1.0	5
04/03/23		Jefferies internal discussion re: potential outreach	0.5	5
04/05/23	Robert White	Review contemplated CFN agreement	0.5	11
04/10/23		Discussions with potential bidders	1.0	5
04/10/23		Review discovery requests	0.5	1
04/10/23	Robert White	Review process letter	0.5	5
04/11/23	Robert White	Jefferies internal discussion re: appraisals	0.5	5
04/11/23	Robert White	Discussion with potential bidder	0.5	5
04/11/23	Robert White	Review IOIs	1.0	5
04/12/23	Robert White	Jefferies internal discussion re: alternative financing options	1.0	5
04/12/23	Robert White	Discussion with potential bidder	0.5	5
04/13/23	Robert White	Discussion with potential bidder	0.5	5
04/14/23		Discussion with potential bidder	0.5	5
04/17/23		Discussions with potential bidders	1.0	5
	Robert White	Diligence discussion with potential bidder	1.0	9
04/18/23		Discussion with potential bidder	0.5	5
	Robert White	Review IOIs	0.5	5
04/19/23		Preparation for potential deposition with Jones Day	1.0	4
	Robert White	Discussion with potential bidder Preparation for potential deposition with lones Day	0.5 1.0	5 4
	Robert White Robert White	Preparation for potential deposition with Jones Day Review proposal comparison materials	1.0	5
	Robert White	Discussion with potential bidder	0.5	5
J 1/2 1/20	550.1		0.0	J

D-4	Danley			0-1
Date	Banker	Comments	Hours	Category
4/24/23	Robert White	Jefferies internal discussion re: exit financing	0.5	
4/25/23	Robert White	Jefferies internal discussion re: proposals	0.5	
4/25/23	Robert White Robert White	Discussion with potential bidder	0.5 0.5	
	Robert White	Discussion with Jones Day re: exit financing Discussion with potential bidder	0.5	
5/01/23		Discussion with potential bidder	0.5	
5/01/23	Robert White	Diligence discussion with potential bidder	0.5	
5/01/23	Robert White	Preparation for hearing with Jones Day	1.0	
5/02/23	Robert White	Jefferies internal discussion re: proposals	0.5	
5/02/23	Robert White	Tower sale hearing	1.0	
5/08/23	Robert White	Review draft funds flow	0.5	
5/11/23	Robert White	Discussion with potential bidder	0.5	
5/11/23	Robert White	Review CFN side letter	0.5	
5/11/23	Robert White	Discussion with A&M and Jones Day re: operating costs	1.0	
5/15/23	Robert White	Discussion with counsel	0.5	
5/15/23	Robert White	Jefferies internal discussion re: credit ratings	0.5	
5/15/23	Robert White	Discussion with potential bidder	0.5	
5/17/23	Robert White	Discussion with A&M re: operating costs	1.0	
	Robert White	Jefferies internal discussion re: financing proposals	0.5	
5/22/23	Robert White	Jefferies internal discussion re: financing proposals	0.5	
	Robert White	Jefferies internal discussion re: proposal analysis	0.5	
5/25/23	Robert White	Discussion with UCC re: spectrum sale	1.0	
0/04/00	Kathanina Oana	December distance as a succession	1.0	
02/01/23	Katherine Cane	Process bidder diligence requests	1.0	
02/01/23	Katherine Cane	Review Jones Day lease analysis	1.5	
)2/01/23)2/02/23	Katherine Cane Katherine Cane	Discussion with Jones Day re: leases Process bidder diligence requests	1.0	
2/02/23	Katherine Cane	Jefferies internal discussion re: lease analysis	0.5	
2/02/23	Katherine Cane	Discussion with StratCap	0.5	
2/02/23	Katherine Cane	Draft process letter	0.5	
	Katherine Cane	Draft process letter	1.0	
	Katherine Cane	Draft lease scenario analysis	3.5	
2/06/23	Katherine Cane	Discussion with Jones Day re: next steps	0.5	1
2/06/23	Katherine Cane	Revise process letter	0.5	
2/06/23	Katherine Cane	Jefferies internal discussion re: lease analysis	0.5	
2/06/23	Katherine Cane	Draft discounted cash flow analysis	1.5	
2/06/23	Katherine Cane	Discussion with Jones Day re: lease analysis	0.5	
2/06/23	Katherine Cane	Distribute process letter to bidders	0.5	
2/07/23	Katherine Cane	Jefferies internal discussion re: workstreams	0.5	
2/07/23	Katherine Cane	Jefferies internal discussion re: lease analysis	0.5	
2/07/23	Katherine Cane	Discussion with potential bidder and Jones Day	0.5	
2/08/23	Katherine Cane	Discussion with potential bidder	0.5	
2/08/23	Katherine Cane	Discussion with potential bidder's advisor	0.5	
	Katherine Cane	Draft discounted cash flow analysis	2.0	
	Katherine Cane	Discussion with Jones Day re: leases	0.5	
2/08/23	Katherine Cane	Process bidder diligence requests	0.5	
	Katherine Cane	Discussion with Jones Day re: leases	0.5	
	Katherine Cane	Jefferies internal discussion re: lease analysis	0.5	
	Katherine Cane	Review of title documents	1.0	
2/10/23	Katherine Cane	Draft process letter	1.0	
12/12/23	Katherine Cane Katherine Cane	Review of tower cash flows	2.0	
	Katherine Cane	Facilitate escrow instructions with Epiq Analysis re: active leases	2.0	
2/13/23	Katherine Cane	Revise discounted cash flow analysis	1.0	
	Katherine Cane	Process bidder diligence requests	0.5	
	Katherine Cane	Jefferies internal discussion re: final bid deadline	0.5	
2/14/23	Katherine Cane	Process bidder diligence requests	1.5	
2/14/23		Revise APA cash flow schedule	1.5	
2/15/23	Katherine Cane	Facilitate escrow instructions with Epiq	0.5	
	Katherine Cane	Revise process letter	0.5	
2/15/23		Discussion with potential bidder and Jones Day	0.5	
2/15/23	Katherine Cane	Revise discounted cash flow analysis	0.5	
	Katherine Cane	Discussion with potential bidder	0.5	

Date	Banker	Comments	Hours	Category
2/15/23	Katherine Cane	Discussion with Jones Day re: leases	0.5	
2/16/23	Katherine Cane	Facilitate escrow instructions with Epiq	0.5	
2/16/23	Katherine Cane	Review of CFN counter-offer	3.5	,
2/17/23	Katherine Cane	Discussion with potential bidder	0.5	
	Katherine Cane	Process bidder diligence requests	1.0	
2/17/23	Katherine Cane	Discussion with potential bidder and Jones Day	0.5	
2/17/23	Katherine Cane	Diligence discussion with potential bidder and CFN	0.5	
2/17/23	Katherine Cane	Review cash flows in APA	1.0	
	Katherine Cane	Discussion with Jones Day re: real estate	0.5	
2/19/23	Katherine Cane	Discussion with potential bidder and Jones Day	0.5	
2/19/23	Katherine Cane	Revise tower cash flows with CFN	0.5	
2/20/23	Katherine Cane	Process bidder diligence requests	0.5	
	Katherine Cane	Discussion with Jones Day and potential bidder	0.5	
2/22/23		Discussion with potential bidder	0.5	
2/22/23	Katherine Cane	Draft bid summary	1.0	
	Katherine Cane	Draft spectrum discounted cash flow	1.5	
2/23/23	Katherine Cane	Jefferies internal discussion re: spectrum	1.0	1
	Katherine Cane	Discussion with Jones Day re: bids received and next steps	0.5	
	Katherine Cane	Revise spectrum discounted cash flow	0.5	
2/27/23	Katherine Cane	Discussion with Jones Day and A&M re: bids received	0.5	
	Katherine Cane	Discussion with potential bidder	0.5	
2/28/23	Katherine Cane	Jefferies internal discussion re: auction scorecard	1.0	
	Katherine Cane	Discussion with potential bidder and Jones Day	0.5	
	Katherine Cane	Discussion with Jones Day re: auction planning	0.5	
2/28/23	Katherine Cane	Discussion with potential bidder	0.5	
3/01/23	Katherine Cane	Transportation to Auction	0.5	
3/01/23	Katherine Cane	Tower Auction	5.5	
/01/23	Katherine Cane	Transportation from Auction	0.5	
3/07/23	Katherine Cane	Jefferies internal discussion re: workstreams	0.5	
1/13/23	Katherine Cane		3.0	
	Katherine Cane	Draft fee application	2.5	
3/16/23	Katherine Cane	Draft fee application Draft fee application	3.5	
17/23	Katherine Cane	• • • • • • • • • • • • • • • • • • • •	1.5	
3/21/23		Revise fee application	0.5	1
	Katherine Cane	Jefferies internal discussion re: next steps		
	Katherine Cane	Analysis re: debt capacity	2.5	
3/27/23	Katherine Cane	Process diligence requests	0.5	
	Katherine Cane	Analysis re: spectrum cash flows	1.5	
3/29/23	Katherine Cane	Review CFN Tower Proposal	1.0	
	Katherine Cane	Jefferies internal discussion re: CFN proposal	0.5	1
/31/23	Katherine Cane	Jefferies internal discussion re: CFN proposal analysis	0.5	
	Katherine Cane	Process bidder diligence requests	0.5	
/03/23	Katherine Cane	Discussions with potential bidders	1.0	
	Katherine Cane	Jefferies internal discussion re: potential outreach	0.5	
/05/23	Katherine Cane	Review contemplated CFN agreement	0.5	1
	Katherine Cane	Analysis re: contemplated CFN agreement	1.0	1
/06/23	Katherine Cane	Process NDAs	0.5	
	Katherine Cane	Discussion with Jones Day re: CFN agreement	0.5	
	Katherine Cane	Discussion with Jones Day re: NDAs	0.5	
	Katherine Cane	Discussions with potential bidders	1.0	
	Katherine Cane	Review discovery requests	0.5	
	Katherine Cane	Draft process letter	1.0	
	Katherine Cane	Revise process letter	0.5	
	Katherine Cane	Distribute process letter to bidders	0.5	
1/11/23		Jefferies internal discussion re: appraisals	0.5	
	Katherine Cane	Review IOIs	1.0	
1/12/23		Jefferies internal discussion re: alternative financing options	1.0	
1/12/23	Katherine Cane	Discussion with potential bidder	0.5	
/13/23	Katherine Cane	Discussion with potential bidder	0.5	
1/13/23	Katherine Cane	Prepare analysis re: debt capacity	1.0	
/14/23	Katherine Cane	Discussion with potential bidder	0.5	
/17/23	Katherine Cane	Discussions with potential bidders	1.0	
/17/23	Katherine Cane	Diligence discussion with potential bidder	1.0	

Date 4/19/23	Banker	Comments	Hours	
4/19/23		Continents	Hours	Categor
	Katherine Cane	Review IOIs	0.5	
4/20/23	Katherine Cane	Discussion with potential bidder	0.5	
4/21/23	Katherine Cane	Discussion with potential bidder	0.5	
4/21/23	Katherine Cane	Revise proposal comparison materials	1.0	
4/24/23	Katherine Cane	Jefferies internal discussion re: exit financing	0.5	
4/25/23	Katherine Cane	Jefferies internal discussion re: proposals	0.5	
4/25/23	Katherine Cane	Discussion with potential bidder	0.5	
4/28/23	Katherine Cane	Discussion with Jones Day re: exit financing	0.5	
5/01/23	Katherine Cane	Discussion with potential bidder	0.5	
5/01/23	Katherine Cane	Diligence discussion with potential bidder	0.5	
5/02/23	Katherine Cane	Coordinate tower site visits	1.0	
5/05/23	Katherine Cane	Draft funds flow	2.5	
5/09/23	Katherine Cane	Revise funds flow	1.0	
5/10/23	Katherine Cane	Revise funds flow	0.5	
5/11/23	Katherine Cane	Discussion with potential bidder	0.5	
5/11/23	Katherine Cane	Review CFN side letter	0.5	
5/11/23	Katherine Cane	Discussion with A&M and Jones Day re: operating costs	1.0	
5/15/23	Katherine Cane	Jefferies internal discussion re: credit ratings	0.5	
5/16/23	Katherine Cane	Jefferies internal discussion re: next steps	0.5	
5/16/23	Katherine Cane	Process bidder diligence requests	1.0	
5/17/23	Katherine Cane	Discussion with A&M re: operating costs	1.0	
5/17/23	Katherine Cane	Coordinate site visits	0.5	
	Katherine Cane	Analysis re: debt capacity	2.0	
5/19/23	Katherine Cane	Jefferies internal discussion re: financing proposals	0.5	
	Katherine Cane	Jefferies internal discussion re: financing proposals	0.5	
	Katherine Cane	Draft fee application	1.0	
	Katherine Cane	Revise funds flow	0.5	
	Katherine Cane	Discussion with UCC re: spectrum sale	1.0	
	Katherine Cane	Draft fee application	2.5	
	Katherine Cane	Jefferies internal discussion re: next steps	0.5	
	Katherine Cane	Draft fee application	1.5	
	Katherine Cane	Draft fee application	4.0	
	Griffin Dey	Process bidder diligence requests	2.0	
	Griffin Dey	Process NDAs	0.5	
	Griffin Dey	Review Jones Day lease analysis	1.5	
	Griffin Dey	Discussion with Jones Day re: leases	1.0	
2/02/23	Griffin Dey	Jefferies internal discussion re: lease analysis	0.5	
2/04/23	Griffin Dey	Draft process letter	0.5	
2/05/23	Griffin Dey	Draft lease scenario analysis	2.5	
2/06/23	Griffin Dey	Discussion with Jones Day re: next steps	0.5	
2/06/23	Griffin Dey	Process NDAs	0.5	
2/06/23	Griffin Dey	Draft discounted cash flow analysis	3.0	
2/07/23	Griffin Dey	Jefferies internal discussion re: workstreams	0.5	
2/07/23	Griffin Dey	Jefferies internal discussion re: lease analysis	0.5	
2/07/23	Griffin Dey	Discussion with potential bidder and Jones Day	0.5	
2/07/23	Griffin Dey	Process NDAs	0.5	
2/08/23	Griffin Dey	Discussion with potential bidder	0.5	
	Griffin Dey	Diligence discussion with potential bidder and Jones Day	0.5	
	Griffin Dey	Discussion with potential bidder's advisor	0.5	
	Griffin Dey	Process NDAs	0.5	
	Griffin Dey	Discussion with Jones Day re: leases	0.5	
	Griffin Dey	Jefferies internal discussion re: lease analysis	0.5	
	Griffin Dey	Discussion with potential bidder	0.5	
	Griffin Dey	Review of title documents	1.5	
	Griffin Dey	Process NDAs	0.5	
	Griffin Dey	Facilitate escrow instructions with Epiq	0.5	
	Griffin Dey	Analysis re: active leases	2.5	
	Griffin Dey	Jefferies internal discussion re: final bid deadline	0.5	
	Griffin Dey	Process bidder diligence requests	1.0	
	Griffin Dey	Revise discounted cash flow analysis	1.5	
	Griffin Dey	Discussion with potential bidder and Jones Day	0.5	
<u>2</u> /15/23	Griffin Dey	Discussion with potential bidder	0.5	

Jefferies LLC February 1, 2023 - May 31, 2023

February 1, 2023 - I	fay 31, 2023	
Date Banker	Comments Hours	Category
02/16/23 Griffin	Dey Process NDAs 0.	5 1
02/17/23 Griffin	·	
02/17/23 Griffin	·	
02/17/23 Griffin	·	
02/18/23 Griffin	•	
02/19/23 Griffin	Dey Discussion with potential bidder and Jones Day 0.	5 2
02/21/23 Griffin	Dey Jefferies internal discussion re: bid deadline 0.	5 2
02/21/23 Griffin	Dey Discussion with Jones Day and potential bidder 0.	5 2
02/22/23 Griffin	Dey Discussion with potential bidder 0.	5 2
02/22/23 Griffin	Dey Draft bid summary 3.	2
02/22/23 Griffin	Dey Draft spectrum discounted cash flow 0.	5 9
02/23/23 Griffin	Dey Jefferies internal discussion re: spectrum 1.	
02/23/23 Griffin	· · · · · · · · · · · · · · · · · · ·	
02/23/23 Griffin	·	
02/23/23 Griffin	•	
02/24/23 Griffin	·	
02/24/23 Griffin	·	
02/27/23 Griffin	·	
02/27/23 Griffin	•	
02/28/23 Griffin	, -	
02/28/23 Griffin 02/28/23 Griffin	·	
02/28/23 Griffin	·	
02/28/23 Griffin	· · · · · ·	
03/01/23 Griffin		
03/01/23 Griffin	•	
03/01/23 Griffin	•	
03/01/23 Griffin	,	
03/02/23 Griffin		
03/02/23 Griffin	•	
03/03/23 Griffin	Dey Prepare process update for interested financing parties 0.	5 5
03/07/23 Griffin	Dey Jefferies internal discussion re: workstreams 0.	5 2
03/10/23 Griffin	Dey Discussion with potential bidder 0.	5 5
03/13/23 Griffin	Dey Draft fee application 4.) 1
03/14/23 Griffin	Dey Draft fee application 3.	1
03/20/23 Griffin	Dey Discussions with potential bidders 1.	5
03/21/23 Griffin	•	
03/21/23 Griffin	·	
03/22/23 Griffin	·	
03/22/23 Griffin		
03/23/23 Griffin	•	
03/23/23 Griffin	·	
03/24/23 Griffin	·	
03/27/23 Griffin 03/27/23 Griffin	·	
03/27/23 Griffin	·	
03/28/23 Griffin		
03/29/23 Griffin	•	
03/29/23 Griffin	·	
03/29/23 Griffin	·	
03/29/23 Griffin		
03/30/23 Griffin	·	
03/30/23 Griffin	, ,	
03/31/23 Griffin	•	5 9
04/02/23 Griffin	, , , ,	
04/03/23 Griffin	•	
04/04/23 Griffin	Dey Jefferies internal discussion re: potential outreach 0.	5 5
04/04/23 Griffin	Dey Process NDAs 1.) 1
04/10/23 Griffin	Dey Discussions with potential bidders 1.	5
04/10/23 Griffin	Dey Review discovery requests 0.	
04/11/23 Griffin	Dey Discussion with potential bidder 0.	5 5
04/11/23 Griffin	•	
04/12/23 Griffin	Dey Jefferies internal discussion re: alternative financing options 1.	5

Jefferies LLO	C 2023 - May 31, 2023			
Date	Banker	Comments	Hours	Category
04/12/23	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Prepare proposal comparison materials	3.5	5
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Process NDAs	0.5	1
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Discussions with potential bidders	1.0	5
	Griffin Dey	Diligence discussion with potential bidder	1.0	9
	Griffin Dey	Process NDAs	0.5	1
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Review IOIs	0.5	5
	Griffin Dey	Process NDAs	0.5	1
	Griffin Dey	Prepare proposal comparison materials	2.5	5
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Revise proposal comparison materials	1.0	5
	Griffin Dey	Jefferies internal discussion re: exit financing	0.5	5
	Griffin Dey	Process NDAs	0.5	1
	Griffin Dey	Jefferies internal discussion re: proposals	0.5	5
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Revise proposal comparison materials	0.5	5
	Griffin Dey	Process bidder diligence requests	2.0	9
	Griffin Dey	Revise proposal comparison materials	1.0	5
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Jefferies internal discussion re: proposals	0.5	5
	Griffin Dey	Process NDAs	0.5	1
	Griffin Dey	Discussion with potential bidder	0.5	5
	Griffin Dey	Discussion with A&M and Jones Day re: operating costs	1.0	4
	Griffin Dey	Jefferies internal discussion re: credit ratings	0.5	5
	Griffin Dey	Jefferies internal discussion re: next steps	0.5	11
	Griffin Dey	Discussion with A&M re: operating costs	1.0	4
	Griffin Dey	Analysis re: debt capacity	3.0	9
	Griffin Dey	Jefferies internal discussion re: financing proposals	0.5	5
	Griffin Dey	Jefferies internal discussion re: financing proposals	0.5	5
	Griffin Dey	Jefferies internal discussion re: proposal analysis	0.5	5
	Griffin Dey	Revise analysis re: financing proposals	0.5	5
	Griffin Dey	Discussion with UCC re: spectrum sale	1.0	3
	Griffin Dey	Jefferies internal discussion re: next steps	0.5	11
00/00/20	G 20)	SON ON SON MAN AND AND AND AND AND AND AND AND AND A	0.0	
02/06/23	Lawrence Chu	Jefferies internal discussion re: lease analysis	0.5	9
	Lawrence Chu	Discussion with potential bidder	0.5	2
	Lawrence Chu	Jefferies internal discussion re: spectrum	1.0	11
	Lawrence Chu	Jefferies internal discussion re: auction scorecard	1.0	2
OZIZOIZO	Lawrence Gra	Soft of the Michigan Control of the	1.0	_
02/02/23	Nick Brown	Discussion with potential bidder	0.5	2
	Nick Brown	Discussion with Jones Day re: next steps	0.5	11
02/07/23		Jefferies internal discussion re: workstreams	0.5	2
	Nick Brown	Discussion with potential bidder	0.5	5
	Nick Brown	Jefferies internal discussion re: final bid deadline	0.5	2
	Nick Brown	Review discounted cash flow analysis	0.5	9
	Nick Brown	Discussion with potential bidder	0.5	5
	Nick Brown	Jefferies internal discussion re: bid deadline	0.5	2
	Nick Brown	Discussion with potential bidder	0.5	2
	Nick Brown		1.0	11
	Nick Brown	Jefferies internal discussion re: spectrum Review bid summary	0.5	2
		•		
	Nick Brown	Review spectrum discounted cash flow	0.5	9
	Nick Brown	Jefferies internal discussion re: auction planning	0.5	2
	Nick Brown	Jefferies internal discussion re: auction scorecard	1.0	2
	Nick Brown	Discussion with Jones Day re: auction planning	0.5	2
	Nick Brown	Discussion with potential bidder	0.5	2
	Nick Brown	Jefferies internal discussion re: exit financing	1.0	5
	Nick Brown	Discussion with Jones Day re: next steps	1.0	2
	Nick Brown	Analysis re: spectrum cash flows	0.5	9
03/29/23	Nick Brown	Review CFN Tower Proposal	1.0	9

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ebruary 1,	2023 - May 31, 2023			
Date	Banker	Comments	Hours	Category
04/11/23	Nick Brown	Jefferies internal discussion re: appraisals	0.5	5
04/24/23	Nick Brown	Jefferies internal discussion re: exit financing	0.5	
04/28/23	Nick Brown	Discussion with Jones Day re: exit financing	0.5	5
05/25/23	Nick Brown	Discussion with UCC re: spectrum sale	1.0	3
02/06/23	Brian Cherry	Discussion with Jones Day re: next steps	0.5	11
02/07/23	Brian Cherry	Jefferies internal discussion re: workstreams	0.5	2
02/08/23	Brian Cherry	Discussion with potential bidder	0.5	5
02/14/23	Brian Cherry	Jefferies internal discussion re: final bid deadline	0.5	2
02/15/23	Brian Cherry	Review discounted cash flow analysis	1.0	g
02/22/23	Brian Cherry	Draft spectrum discounted cash flow	1.0	g
02/23/23	Brian Cherry	Jefferies internal discussion re: spectrum	1.0	11
02/23/23	Brian Cherry	Review bid summary	1.0	2
02/28/23	Brian Cherry	Jefferies internal discussion re: auction planning	0.5	2
02/28/23	Brian Cherry	Jefferies internal discussion re: auction scorecard	1.0	2
02/28/23	•	Discussion with Jones Day re: auction planning	0.5	2
02/28/23	Brian Cherry	Discussion with potential bidder	0.5	2
03/01/23	•	Transportation to Auction	0.5	8
03/01/23	,	Tower Auction	2.0	2
03/01/23	,	Transportation from Auction	0.5	8
03/07/23	•	Jefferies internal discussion re: workstreams	0.5	2
03/21/23	•	Jefferies internal discussion re: next steps	0.5	11
03/29/23	,	Analysis re: spectrum cash flows	0.5	9
	Brian Cherry	Jefferies internal discussion re: potential outreach	0.5	5
04/11/23	•	Jefferies internal discussion re: appraisals	0.5	5
04/11/23	,	Review IOIs	1.0	5
04/19/23	,	Review IOIs	0.5	5
04/24/23	•	Jefferies internal discussion re: exit financing	0.5	5
	Brian Cherry	Jefferies internal discussion re: proposals	0.5	5
04/28/23	•	Discussion with Jones Day re: exit financing	0.5	5
05/02/23	•	Jefferies internal discussion re: proposals	0.5	5
05/02/23	•	Discussion with A&M and Jones Day re: operating costs	1.0	4
05/11/23	•	Jefferies internal discussion re: next steps	0.5	11
05/16/23	•	Discussion with UCC re: spectrum sale	1.0	3
05/25/23	Brian Cherry	Jefferies internal discussion re: next steps	0.5	11
0.4.14.0.10.0	0		4.0	
04/12/23	Chris Jordan	Jefferies internal discussion re: alternative financing options	1.0	5
04/13/23		Prepare analysis re: debt capacity	0.5	9
	Chris Jordan	Diligence discussion with potential bidder	1.0	9
04/24/23		Jefferies internal discussion re: exit financing	0.5	5
05/01/23	Chris Jordan	Diligence discussion with potential bidder	0.5	9
05/15/23	Chris Jordan	Jefferies internal discussion re: credit ratings	0.5	5
03/23/23	Greg Miesner	Discussion with potential bidder	0.5	5
03/28/23	Greg Miesner	Discussion with potential bidder	0.5	5
04/10/23	Greg Miesner	Discussions with potential bidders	0.5	5
04/17/23	Greg Miesner	Discussions with potential bidders	0.5	5
04/25/23	Greg Miesner	Discussion with potential bidder	0.5	5
05/10/02	Cros Missener	Discussion with votings occurry	0.5	

0.5

05/12/23 Greg Miesner

Discussion with ratings agency